

# ***Shri Kalyan Holdings Limited***

CIN: L67120RJ1993PLC61489



***26<sup>th</sup>  
Annual Report  
2017-18***

<b>BOARD OF DIRECTORS</b> <ul style="list-style-type: none"> <li><b>MR. RAJENDRA KUMAR JAIN</b> DIN: 00168151 Chairman cum Whole Time Director</li> <li><b>MR. BHUPENDRA KUMAR JAIN</b> DIN: 00168215 Managing Director</li> <li><b>MR. JINENDRA KUMAR JAIN</b> DIN: 00168251 Whole Time Director</li> <li><b>MR. DEVENDRA KUMAR PATNI</b> DIN: 01647627 Independent and Non Executive Director</li> <li><b>MRS. PRIYANKA PATNI</b> DIN: 00556339 Woman Independent and Non Executive Director</li> <li><b>MR. GAURAV SRIVASTAVA (w.e.f. 27.09.2017)</b> DIN: 07637558 Independent and Non Executive Director</li> <li><b>MR. VIRAT DEWAN (upto 11.08.2017)</b> DIN: 00155356 Independent and Non Executive Director</li> </ul>	<b>BOARD COMMITTEES</b> <ul style="list-style-type: none"> <li><b>Audit Committee:</b> Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mr. Rajendra Kumar Jain (Member)</li> <li><b>Nomination &amp; Remuneration Committee:</b> Mr. Devendra Kumar Patni (Chairman) Mr. Gaurav Srivastava (Member) Mrs. Priyanka Patni (Member)</li> <li><b>Stakeholders Relationship Committee:</b> Mr. Gaurav Srivastava (Chairman) Mrs. Priyanka Patni (Member) Mr. Rajendra Kumar Jain (Member)</li> </ul>
<b>Company Secretary &amp; Compliance Officer:</b> CS Nandani Patidar	<b>Chief Financial Officer:</b> Mr. Ashok Kumar Jain
<b>Statutory Auditors:</b> M/s Jigna Sheth & Associates, Chartered Accountants, Mumbai (Maharashtra)	<b>Secretarial Auditors:</b> M/s V.M. & Associates, Company Secretaries, Jaipur (Rajasthan)
<b>Principal Banker:</b> Allahabad Bank, Jaipur	<b>Registrar and Share Transfer Agent :</b> M/s Beetal Financial and Computer Services (P) Limited “Beetal House” 3 <sup>rd</sup> Floor, 99, Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062 Phone No: 91-11-2991281-83
<p style="text-align: center;"><b>*Registered and Correspondence Office:</b> B-19, Lal Bahadur Nagar East, Malviya Nagar, J.L.N. Marg, Jaipur- 302 017 (Rajasthan) Phone No. : 0141-4034062, Email:shrikalyan25@hotmail.com Website:www.shrikalyan.com</p> <p>* The Registered Office of the Company has been shifted from Flat No -1, Ground Floor, Saptashrungi Apartment, Plot No. - 282 A &amp; 285, Sarsole (G.E.S.) Sector-6, Nerul (West) Navi Mumbai-400706 (Maharashtra) to B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) w.e.f. 28.05.2018.</p>	

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## NOTICE

Notice is hereby given that the **26<sup>th</sup> (Twenty Sixth) Annual General Meeting ("AGM")** of the Members of **Shri Kalyan Holdings Limited ("SKHL")** will be held on Monday, August 27, 2018 at 03:00 P.M. (IST) at its Registered Office situated at B-19, Lal Bahadur Nagar, Malviya Nagar Jaipur-302017 (Rajasthan) to transact the following business:

### Ordinary Business:

#### Item No. 1: Adoption of Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and auditors thereon.

#### Item No. 2: Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00168151), a director liable to retire by rotation

To appoint a director in place of Mr. Rajendra Kumar Jain (DIN: 00168151), who retires by rotation and being eligible, seeks re-appointment.

### Special Business:

#### Item No. 3: Re-appointment of Mrs. Priyanka Patni (DIN: 00556339), as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Priyanka Patni (DIN: 00556339), who was appointed as an Independent Director in the 22<sup>nd</sup> Annual General Meeting of the Company held on July 31, 2014 and who holds office of Independent Director up to March 31, 2019 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019, on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Item No. 4: Re-appointment of Mr. Devendra Kumar Patni (DIN: 01647627), as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devendra Kumar Patni (DIN: 01647627), who was appointed as an Independent Director in the 22<sup>nd</sup> Annual General Meeting of the Company held on July 31, 2014 and who holds office of Independent Director up to March 31, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from the April 01, 2019, on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### Item No. 5: Authorisation for borrowing money under section 180(1)(c) of Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of earlier resolution passed by shareholders of the Company through postal ballot on April 23, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to borrow money from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of Business) may exceed at any time, the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided however the total amount of such borrowing shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to execute the legal papers, deeds, documents, instruments etc. in this regard and to sign all papers, documents, writings and to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

#### Item No. 6: Authorisation to sell, lease, charge or otherwise dispose off the whole or substantially the whole of the undertaking of the company, both present and future under section 180 (1) (a) of Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of earlier resolution passed by shareholders of the Company through postal ballot on April 23, 2015 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to sell, liquidate, dispose off or to create mortgage and/or charge on all or any of the movable and/or immovable, tangible and/or intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, to secure the borrowings of the Company within the overall limits aggregating to Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution.”

**By order of the Board of Directors**

**Sd/-**

**Nandani Patidar**

**Company Secretary & Compliance Officer**

**Place: Jaipur**

**Date: July 07, 2018**

## **NOTES:**

- 1) **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of himself/herself, and the proxy need not be a member of the company.**

**The instrument appointing a proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the AGM (on or before August 25, 2018, 3:00 P.M. IST). A Proxy Form is annexed to this Report.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of maximum 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.

- 2) An explanatory statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notice is annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at the AGM.
- 4) Members/Proxies/authorized representatives attending the AGM are requested to bring duly filled in Attendance Slip enclosed herewith. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the AGM.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) As required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and as per the relevant provisions of the Secretarial Standard on General Meeting, the details of Directors seeking appointment/re-appointment at this AGM are furnished as annexure A to the Notice of AGM.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 21, 2018 to Monday, August 27, 2018 (both days inclusive).
- 8) Annual Report 2017-18 and Notice of 26<sup>th</sup> AGM will be available on the website of the Company at [www.shrikalyan.com](http://www.shrikalyan.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 9) The Annual Report 2017-18, the Notice of 26<sup>th</sup> AGM and instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company /Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
- 10) The members who have not registered their email addresses so far with the company, are requested to register their e-mail address with M/s Beetal Financial and Computer Services (P) Limited at [investor@beetalfinancial.com](mailto:investor@beetalfinancial.com), the Registrars & Share Transfer Agents of the Company and Members holding shares in De-mat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- 11) In compliance with provisions of Section 108 of the Companies Act, 2013 and read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulation, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Ltd ('CDSL'). Please note that remote e-voting is optional and not mandatory.

- 12) The remote e-voting facility will commence on Thursday, August 23, 2018 (10:00 A.M.) and ends on Sunday, August 26, 2018 (up to 5.00 PM). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Monday, August 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, August 20, 2018.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again. The instructions for e-voting are annexed to the Notice.

- 13) CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- 14) The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 15) All the relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the AGM.
- 16) The voting results including e-voting and poll at the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the website of Company [www.shrikalyan.com](http://www.shrikalyan.com), on the website of BSE Ltd. and on the website of CDSL immediately after declaration of results by the Chairman.
- 17) Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Monday, August 20, 2018, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
- 18) Members are requested to address all correspondence to Beetal Financial & Computer Services (P) Ltd., BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110 062, India, Phone No: 011-29961281-83, E-Mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com), Website: [www.beetalfinancial.com](http://www.beetalfinancial.com), who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Shri Kalyan Holdings Limited" in all your future correspondences.
- 19) Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.
- 20) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.
- 21) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.
- 22) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period commences on Thursday, August 23, 2018 (10:00 A.M.) and ends on Sunday, August 26, 2018 (up to 5.00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, August 20, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab
- (v) Now Enter your User ID .
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **Shri Kalyan Holdings Limited** which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

#### **Members receiving Notice by Post/Courier:**

- Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to submit the requests to the Company.

**By order of the Board of Directors**

**Sd/-**

**Nandani Patidar**

**Company Secretary & Compliance Officer**

**Place: Jaipur**

**Date: July 07, 2018**

## Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013("The Act") Forming Part of the Notice

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

### Item No. 3 & 4

Mrs. Priyanka Patni (DIN: 00556339) and Mr. Devendra Kumar Patni (DIN: 01647627) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Company, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors, considered their background and experience and contributions made by them during their tenure, the continued association of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mrs. Priyanka Patni and Mr. Devendra Kumar Patni as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from the April 01, 2019, on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Mrs. Priyanka Patni and Mr. Devendra Kumar Patni are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mrs. Priyanka Patni and Mr. Devendra Kumar Patni that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mrs. Priyanka Patni and Mr. Devendra Kumar Patni fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mrs. Priyanka Patni and Mr. Devendra Kumar Patni are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 3 and 4, are provided in the "Annexure A" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mrs. Priyanka Patni and Mr. Devendra Kumar Patni, being appointees, are interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice with regard to their respective re-appointments. The relatives of Mrs. Priyanka Patni and Mr. Devendra Kumar Patni may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members.

### Item No. 5

In terms of the resolution passed by the Shareholders of the Company through postal ballot on April 23, 2015, the shareholders had accorded their consent to authorize Board of Directors of the Company to borrow an amount upto Rs.100 Crores (Rupees Hundred Crores only), at any point of time. Keeping in view the Company's existing and future financial requirements to support its business operations, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit. Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs), Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital, free reserves and securities premium of the Company, but the borrowed amount shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only in Indian Rupees or equivalent thereof in any foreign currency(ies) for the purposes of business activities of the Company.

Pursuant to Section 180 (1)(c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital, free reserves and securities premium, that is to say, reserves not set aside for any specific purpose, unless the Shareholders have authorized the Board to borrow the monies upto some higher limits.

As per Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

### Item No. 6

The borrowings as iterated in point no. 5 above may be required to be secured by over all or any part of the movable and / or immovable properties of the Company. Considering the above facts, the Board of Directors of the Company are of the opinion to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and/or immovable, tangible and/or



intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the immovable property(ies) of the Company to a person / any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties upto an amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only). Pursuant to Section 180 (1) (a) of the Companies Act, 2013, sale or lease of assets of the Company which amounts to sale or lease of the whole or substantially the whole of an undertaking of the Company, requires approval of the shareholders. Further the borrowings of the Company may be required to be secured by over all or any part of the movable and / or immovable properties of the Company.

Since the sale or lease of assets i.e. immovable property of the Company may amount to the sell or lease of the whole or substantially the whole of an undertaking of the Company, it requires approval of the shareholders.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolutions set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, key managerial personnel are deemed to be concerned or interested, financial or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

**By order of the Board of Directors**

**Sd/-**

**Nandani Patidar**

**Company Secretary & Compliance Officer**

**Place: Jaipur**

**Date: July 07, 2018**

## ANNEXURE A

Details of Directors seeking re-appointment/appointment at 26th AGM (pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting)

Name of the Director	Rajendra Kumar Jain	Priyanka Patni	Devendra Kumar Patni
DIN	00168151	00556339	01647627
Age	60 years	49 years	49 years
Designation	Chairman Cum Whole-Time Director	Independent Director & Non-Executive Director	Independent Director Non-Executive Director
Qualification	MBA (Finance)	M.A.	FCA & FCS
Specialized Expertise	Corporate Finance	HR and General Office Administration	Finance, accounting and taxation field
Experience	Vast experience in the field of Finance, Real estate and Accounting	Experience in Human Resource Management	Vast experience in the field of finance, accounting and taxation field
Terms and Conditions of appointment/ re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on September 21, 2016, Mr. Rajendra Kumar Jain was re-appointed as a Whole-Time Director, liable to retire by rotation	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on August 27, 2018 read with explanatory statement thereto	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on August 27, 2018 read with explanatory statement thereto
Remuneration last drawn in the F.Y. 2017-18	NIL	NIL	NIL
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions
Date of first appointment on the Board	25/01/1993	28/05/2014	25/05/2012
No. of Meetings of Board attended during the year F.Y. 2017-18	5	5	5
No. of shares held in Company as on March 31, 2018	5,08,100	NIL	NIL
Director/Member/Chairman of the Committees of the Board of other Listed Companies as on March 31, 2018	NIL	NIL	NIL
Relationships with other Directors, Manager and other Key Managerial Personnel of the company:	Brother of Mr. Bhupendra Kumar Jain (Managing Director) & Mr. Jinendra Kumar Jain (Whole-Time Director)	NIL	NIL

**By order of the Board of Directors**

**Sd/-**

**Nandani Patidar**

**Company Secretary & Compliance Officer**

**Place: Jaipur**

**Date: July 07, 2018**

## BOARD'S REPORT

**Dear Members,**  
**Shri Kalyan Holdings Limited**

The Board of Directors of Shri Kalyan Holdings Limited with immense pleasure presents their 26<sup>th</sup> report on the business and operations of the Company for the financial year 2017-18. This report is being presented along with the Audited Financial Statements for the year.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance for the year ended March 31, 2018 is summarized below:

{Amount in Rs.}

Particulars	Financial Year 2017-18	Financial Year 2016-17
Total Revenue	9,26,08,761	8,01,81,207
Total Expenses	8,01,67,670	7,47,88,881
Net Profit/(Loss) before Tax	1,24,41,091	53,92,326
Add/(Less) : Provision for Tax		
Current Tax	(25,56,956)	(4,00,747)
MAT Credit Entitlement	25,56,956	4,00,747
Deferred Tax	(3,26,760)	49,900
Prior period Adjustments	-	-
Profit/(Loss) after Tax	1,27,67,851	54,42,226
Balance carried to Balance Sheet	(1,37,99,131)	(2,65,66,982)

Previous year figures have been re-grouped and rearranged wherever considered necessary.

### 2. OPERATIONS AND COMPANY'S AFFAIRS

The net receipt from operations during the year under review were Rs. 9,25,78,752/- as against Rs. 7,99,59,333/- in the previous year. The net profit before tax is Rs. 1,24,41,091/- as against profit of Rs. 53,92,326/- in the previous year and the net profit after tax is Rs. 1,27,67,851/- as against profit of Rs. 54,42,226/- in the previous year.

The Company is mainly engaged in the business of Non Banking Financing Activities and maintained a close focus on increasing revenue. The Company has been regular in servicing all its debt obligations. The business operations of the company during the year under review were satisfactory as compared to previous year.

### 3. TRANSFER TO RESERVES

Since the Company is a Non-Banking Finance Company registered with Reserve Bank of India (RBI), therefore as per section 45IC of RBI Act 1934, the Company has transferred Rs. 25,53,570/- in reserve fund i.e. aggregating of 20% of its net profit during the Financial Year 2017-18.

The Company has also transferred Rs. 1,28,671/- to special reserve fund as provision for standard assets i.e. 0.25% of the outstanding standard assets in accordance with the provisioning norms of RBI i.e. for the financial year 2017-18.

The Company has not proposed any amount to be transferred to Reserves as an appropriation of profits.

### 4. DIVIDEND:

The Board of directors has decided not to recommend any dividend for the financial year under review i.e. 2017-18, following the conservation approach to retain the profit.

### 5. SHARE CAPITAL

During the Financial Year 2017-18, there was no change in capital structure of the Company and paid up share capital of the Company stood at Rs. 9,98,77,500/- (Rupees Nine Crore Ninety Eight Lakhs Seventy Seven Thousand and Five Hundred Only).

### 6. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2017-18, the Board met 05 (Five) times on April 17, 2017; May 29, 2017; August 11, 2017; November 10, 2017 and January 23, 2018.

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Listing Regulations. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, Secretarial Standard-1 and the Listing Regulations.

### 7. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Non-Executive Directors of the company viz. Mr. Devendra Kumar Patni, Mr. Gaurav Srivastava and Mrs. Priyanka Patni have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013 and stating that they meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### Inductions:

- Mr. Gaurav Srivastava (DIN: 07637558) was appointed as an Independent Director of the Company at the 25th Annual General Meeting held on September 27, 2017 to hold office for a period of five consecutive years commencing from 27th September, 2017.